

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
VILLAGE ROADSHOW ENTERTAINMENT	)	
GROUP USA INC., <i>et al.</i> , ¹	)	Case No. 25-10475 (TMH)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<u>Obj. Deadline:</u> November 5, 2025 at 4:00 p.m. (ET)
	)	<u>Hearing Date:</u> November 14, 2025 at 10:00 a.m. (ET)

**SUPPLEMENT TO SECOND INTERIM FEE APPLICATION
OF SHEPPARD, MULLIN, RICHTER & HAMPTON LLP**

Sheppard, Mullin, Richter & Hampton LLP (“Sheppard Mullin”), co-counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby supplements the *First Interim Fee Application of Sheppard, Mullin, Richter & Hampton LLP* (the “First Interim Application”) for the period from June 1, 2025 through August 31, 2025 (the “Application Period”) by attaching, as Exhibits A through E hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”). In addition, Sheppard Mullin respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, Sheppard Mullin did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.

¹ The last four digits of Village Roadshow Entertainment Group USA Inc.’s federal tax identification number are 0343. The mailing address for Village Roadshow Entertainment Group USA Inc. is 750 N. San Vicente Blvd., Suite 800 West, West Hollywood, CA 90069. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/vreg>.



- b. The fees sought by Sheppard Mullin in the First Interim Application are not more than 10% higher than the fees budgeted in the budget provided by Sheppard Mullin to the Debtors for the Application Period.
- c. The professionals included in the First Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.
- d. The First Interim Application did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e. The time period covered by the First Interim Application includes approximately 11.80 hours with a value of \$10,561.00 spent by Sheppard Mullin to ensure that the time entries subject to the First Interim Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Sheppard Mullin's preparation of each monthly fee application.
- f. The First Interim Application did not include any rate increases since the effective date of the Court's approval of Sheppard Mullin's retention.

[Remainder of Page Intentionally Left Blank]

Dated: October 15, 2025
Wilmington, Delaware

/s/ Joseph M. Mulvihill

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Joseph M. Mulvihill (Del. Bar No. 6061)
Benjamin C. Carver (Del. Bar No. 7176)
Brynna M. Gaffney (Del. Bar No. 7402)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: jmulvihill@ycst.com
bcarver@ycst.com
bgaffney@ycst.com

*Co-Counsel for the Debtors and
Debtors in Possession*

**SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP**

Justin R. Bernbrock (admitted *pro hac vice*)
Matthew T. Benz (admitted *pro hac vice*)
321 North Clark Street, 32nd Floor
Chicago, IL 60654
Telephone: (312) 499-6300
Facsimile: (312) 499-6301
Email: jbernbrock@sheppardmullin.com
mbenz@sheppardmullin.com

-and-

Jennifer L. Nassiri (admitted *pro hac vice*)
1901 Avenue of the Stars, Suite 1600
Los Angeles, CA 90067
Telephone: (310) 228-3700
Facsimile: (310) 228-3701
Email: jnassiri@sheppardmullin.com

-and-

Alyssa Paddock (admitted *pro hac vice*)
30 Rockefeller Plaza, 39th Floor
New York, NY 10112
Telephone: (212) 653-8700
Facsimile: (212) 653-8701
Email: apaddock@sheppardmullin.com

*Co-Counsel for the Debtors and
Debtors in Possession*

EXHIBIT A**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

Sheppard Mullin's hourly rates for bankruptcy and restructuring matters are comparable to the hourly rates charged in complex restructuring and chapter 11 bankruptcy matters by similarly skilled attorneys. In addition, Sheppard Mullin's hourly rates and corresponding rate structure in complex restructuring and chapter 11 bankruptcy matters are the same as the hourly rates and corresponding rate structure that Sheppard Mullin uses in similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.

The blended hourly rate of the Sheppard Mullin attorney timekeepers who have billed time to the Debtors during the Application Period was approximately \$1,237.58 per hour (the "Debtor Blended Rate").¹ The blended hourly standard rate for all of Sheppard Mullin's domestic, non-bankruptcy attorney timekeepers during the 3-month period encompassing June 1, 2025 to and including August 31, 2025 (the "Comparable Period") was, in the aggregate, approximately \$1,203.86 (the "Non-Bankruptcy Blended Rate").² A detailed comparison of the Debtor Blended Rate and the Non-Bankruptcy Blended Rate is set forth in the chart below.

Category of Timekeeper	Debtor Blended Rate	Non-Bankruptcy Blended Rate
Partner	\$1,581.86	\$1,455.87
Special Counsel / Counsel	\$1,182.74	\$1,159.45
Associate	\$975.55	\$998.01
Staff Attorney	\$520.00	\$881.54
TOTAL:	\$1,237.58	\$1,203.86

¹ Sheppard Mullin calculated the Debtor Blended Rate amounts by dividing the total amount billed by Sheppard Mullin attorney timekeepers to the Debtors during the Application Period, after accounting for voluntary fee reductions, by the total hours billed by such attorney timekeepers to the Debtors during the Application Period.

² Sheppard Mullin determined the Non-Bankruptcy Blended Rate by calculating the average the standard hourly rate for all of Sheppard Mullin's domestic, non-bankruptcy attorney timekeepers during the Comparable Period.

EXHIBIT B**SUMMARY OF TIMEKEEPERS
INCLUDED IN THE FIRST INTERIM APPLICATION**

Name of Professional Person	Position	Department	Date of Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation (\$)
Keith R. Gercken	Partner	Tax/Employee Benefits/T&E	12/11/1987	\$2,260.00	4.70	\$10,622.00
Stacey L. Rosenberg	Partner	Finance & Bankruptcy	12/12/1996	\$1,990.00	117.80	\$234,422.00
Justin R. Bernbrock	Partner	Finance & Bankruptcy	11/01/2012	\$1,670.00	726.50	\$1,213,255.00
Jennifer L. Nassiri	Partner	Finance & Bankruptcy	11/30/2000	\$1,545.00	447.40	\$691,233.00
Thomas V. Panoff	Partner	Business Trial	11/04/2004	\$1,480.00	71.20	\$105,376.00
Wook Hwang	Partner	Business Trial	07/30/2007	\$1,430.00	0.60	\$858.00
Dylan J. Price	Partner	Business Trial	12/02/2008	\$1,355.00	2.70	\$3,658.50
Colleen H. McDonald	Partner	Finance & Bankruptcy	06/14/1995	\$1,340.00	23.00	\$30,820.00
Aerin A. Snow	Partner	Corporate & Securities	12/03/2012	\$1,260.00	265.00	\$333,900.00
Jeffrey A. Kaye	Special Counsel	Corporate & Securities	12/16/1991	\$1,265.00	1.30	\$1,644.50
Catherine Jun	Special Counsel	Finance & Bankruptcy	05/01/2014	\$1,180.00	39.10	\$46,138.00
Joseph A. Ireland	Associate	Entertainment	12/01/2016	\$1,175.00	229.90	\$270,132.50
Ryan Wedell	Associate	Entertainment	12/02/2017	\$1,175.00	0.30	\$352.50
Alyssa Paddock	Associate	Finance & Bankruptcy	06/13/2018	\$1,105.00	309.30	\$341,776.50
Gianna E. Segretti	Associate	Finance & Bankruptcy	12/04/2018	\$1,105.00	3.30	\$3,646.50
Victoria Hubona	Associate	Labor & Employment	01/14/2021	\$1,045.00	1.10	\$1,149.50
Sydney B. Hunemuller	Associate	Business Trial	10/30/2020	\$1,045.00	113.70	\$118,816.50
Joshua Z. Block	Associate	Corporate & Securities	12/28/2021	\$970.00	1.30	\$1,261.00
Matthew T. Benz	Associate	Finance & Bankruptcy	11/30/2022	\$895.00	544.30	\$487,148.50
John Herbstritt	Associate	Corporate & Securities	11/22/2023	\$825.00	109.60	\$90,420.00
Jonathan Leiter	Associate	Corporate & Securities	11/15/2023	\$825.00	1.20	\$990.00
Tatev Hovhannisyan	Associate	Entertainment	12/01/2023	\$765.00	151.30	\$115,744.50
Justin Fischer	Associate	Finance & Bankruptcy	11/18/2024	\$765.00	5.20	\$3,978.00
Alyssa Garcia	Associate	Corporate & Securities	11/21/2024	\$765.00	4.10	\$3,136.50
Susan W. Roberts	Staff Attorney	Entertainment	07/20/2022	\$520.00	76.40	\$39,728.00

Name of Professional Person	Position	Department	Date of Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation (\$)
Monica E. Danner	Legal Assistant	Corporate & Securities	N/A	\$545.00	5.40	\$2,943.00
Aaron X. Hill	Legal Assistant	Corporate & Securities	N/A	\$540.00	12.50	\$6,750.00
Caroline Heffernan	Law Clerk	Corporate & Securities	N/A	\$225.00	13.30	\$2,992.50
50% Discount for Non-Working Travel:				—	—	(\$127,690.50)
Grand Total:				—	3,281.50	\$4,035,202.50
Blended Rate:				\$1,229.68	—	—

EXHIBIT C**BUDGET AND STAFFING PLAN**

BUDGET			
Task Code	Project Category	Total Hours	Total Fees (\$)
B110	Case Administration (15%)	495.00	\$600,000.00
B120	Asset Analysis and Recovery (0%)	0.00	\$0.00
B130	Asset Disposition (40%)	1,320.00	\$1,600,000.00
B140	Relief from Stay and Adequate Protection Proceedings (2%)	66.00	\$80,000.00
B150	Meetings of and Communications with Creditors (0.5%)	16.50	\$20,000.00
B160	Fee/Employment Applications and Statements (2.5%)	82.50	\$100,000.00
B170	Employment and Fee Application Objections (0%)	0.00	\$0.00
B180	Avoidance Action Analysis (0%)	0.00	\$0.00
B185	Assumption/Rejection of Leases and Contracts (7.5%)	247.50	\$300,000.00
B190	Other Contested Matters (17.5%)	577.50	\$700,000.00
B195	Non-Working Travel (2%)	66.00	\$80,000.00
B205	First Day Motions (0%)	0.00	\$0.00
B210	Business Operations (1%)	33.00	\$40,000.00
B220	Employee Benefits and Pensions (1%)	33.00	\$40,000.00
B230	Financing/Cash Collections (5%)	165.00	\$200,000.00
B240	Tax Issues (0.5%)	16.50	\$20,000.00
B250	Real Estate (0%)	0.00	\$0.00
B260	Board of Directors Matters (2%)	66.00	\$80,000.00
B270	Reporting (0.5%)	16.50	\$20,000.00
B310	Claims Administration and Objections (0.5%)	16.50	\$20,000.00
B320	Plan and Disclosure Statement (2.5%)	82.50	\$100,000.00
TOTAL:		3,300.00	\$4,000,000.00

STAFFING PLAN		
Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budgeted Period	Average Rate
Partner	6	\$1,547.50
Special Counsel / Counsel	1	\$1,180.00
Associate (7 or more years since first admission)	2	\$1,140.00
Associate (4–6 years since first admission)	4	\$1,041.25
Associate (less than 4 years since first admission)	7	\$817.86
Staff Attorney	–	–

EXHIBIT D**SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT**

Compensation Summary			
Task Code	Project Category	Total Hours	Total Fees (\$)
B110	Case Administration	340.60	\$509,868.50
B130	Asset Disposition	1,924.00	\$2,301,553.50
B140	Relief from Stay and Adequate Protection Proceedings	64.70	\$89,774.00
B150	Meetings of and Communications with Creditors	3.10	\$4,074.50
B160	Fee/Employment Applications and Statements	89.30	\$89,786.00
B185	Assumption/Rejection of Leases and Contracts	102.90	\$118,481.00
B190	Other Contested Matters	433.40	\$591,912.00
B195	Non-Working Travel	177.70	\$255,381.00
B210	Business Operations	6.20	\$9,579.00
B220	Employee Benefits and Pensions	11.70	\$14,476.50
B230	Financing/Cash Collections	17.90	\$26,926.00
B240	Tax Issues	10.40	\$16,998.50
B260	Board of Directors Matters	76.90	\$103,597.50
B270	Reporting	4.50	\$4,222.50
B310	Claims Administration and Objections	11.50	\$16,102.50
B320	Plan and Disclosure Statement	6.70	\$10,160.00
50% Discount for Non-Working Travel:		–	(\$127,690.50)
TOTAL:		3,281.50	\$4,035,202.50

Expense Summary	
Expenses Category	Total Expenses (\$)
Airfare, Travel, and Taxi	\$36,344.47
Foreign Counsel Invoices & Expert Services	\$28,708.65
Corporate Filings	\$19,508.37
Legal Research	\$6,123.70
Meals	\$2,330.53
Courier / Messenger & Federal Express	\$656.34
Court Filing	\$620.00
TOTAL:	\$94,292.06

EXHIBIT E

SUMMARY OF FIRST INTERIM FEE APPLICATION	
Name of Applicant	Sheppard, Mullin, Richter & Hampton LLP
Name of Client	Debtors and Debtors in Possession
Time period covered by Second Interim Application	June 1, 2025 through August 31, 2025
Total compensation sought during the Application Period	\$4,035,202.50
Total expenses sought during the Application Period	\$94,292.06
Petition Date	March 17, 2025
Retention Date	March 17, 2025
Date of order approving employment	April 17, 2025
Total compensation approved by interim order to date [D.I. 775]	\$3,491,910.50
Total expenses approved by interim order to date [D.I. 775]	\$85,000.30
Total allowed compensation paid to date	\$3,491,910.50
Total allowed expenses paid to date	\$85,000.30
Blended rate in the Second Interim Application for all attorneys	\$1,237.58
Blended rate in the Second Interim Application for all timekeepers	\$1,229.68
Compensation sought in the Second Interim Application already paid (or to be paid) pursuant to a monthly compensation application but not yet allowed	\$3,228,162.00
Expenses sought in the Second Interim Application already paid (or to be paid) pursuant to a monthly compensation application but not yet allowed	\$94,292.06
Number of professionals included in the Second Interim Application	28
If applicable, number of professionals in the Second Interim Application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought during the Application Period	Budget Amount: \$4,000,000.00 Amount Sought: \$4,035,202.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	14
Are any rates higher than those approved or disclosed at retention?	No